

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

Gary Miller, individually and on behalf of all others similarly situated,

Plaintiff,

vs.

Morgan Stanley & Co. Incorporated,

Defendants.

JUL 22 2008

CHAMBERS OF
ALVIN K. HELLERSTEIN
U.S.D.J.

Case No. 08 CV 3102 (AKH)

Sharon Shawn *Jamail*, individually and on behalf of all others similarly situated,

Plaintiff,

VS.

**Morgan Stanley and Morgan Stanley & Co.
Incorporated,**

Defendants.

Case No. 08 CV 3178 (AKH)

James R. Bartholomew, individually and on behalf of all others similarly situated,

Plaintiff,

VS.

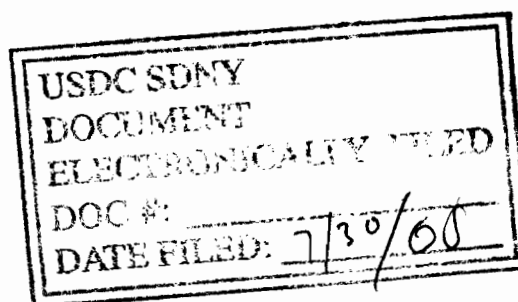
**Morgan Stanley and Morgan Stanley & Co.
Incorporated,**

Defendants.

Case No. 08 CV 4910 (AKH)

DECLARATION OF MICHAEL G. MCLELLAN IN SUPPORT OF JAMES R. BARTHOLOMEW'S RESPONSE TO THE MOTION OF MORGAN STANLEY AND MORGAN STANLEY & CO INCORPORATED FOR CONSOLIDATION

Motion is withdrawn
on consent filed 7/24/08
7-29-08
A. K. H. H.



I, MICHAEL G. MCLELLAN, hereby declare under penalty of perjury the following:

1. I am associated with the law firm of Finkelstein Thompson LLP, counsel for Plaintiff James R. Bartholomew ("Bartholomew") in *Bartholomew v. Morgan Stanley and Morgan Stanley & Co. Incorporated*, No. 08-cv-4910 (S.D.N.Y.). I submit this declaration in support of Bartholomew's Response to the Motion of Morgan Stanley and Morgan Stanley & Co Incorporated for Consolidation.

2. Attached hereto as Exhibit A is the Order and Opinion of District Judge Lawrence M. McKenna, dated July 16, 2008, in the matter of *In re UBS Auction Rate Securities Litigation*, 08-cv-2967.

3. Attached hereto as Exhibit B is a true and correct copy of the Letter from Daniel C. Girard to the Honorable Alvin K. Hellerstein, dated July 2, 2008.

4. Attached hereto as Exhibit C is a true and correct copy of a Washington Post new article from April 18, 2008, entitled "*N.Y.'s Attorney General Subpoenas Finance Firms.*"

I hereby declare that under the laws of the United States and under the penalty of perjury, that the foregoing is true and correct to the best of my knowledge, information, and belief.

Date: July 21, 2008

/s/ Michael G. McLellan
Michael G. McLellan